



THOMAS D. MARION  
TREASURER

RECORDATION NO. 2233-A FILED

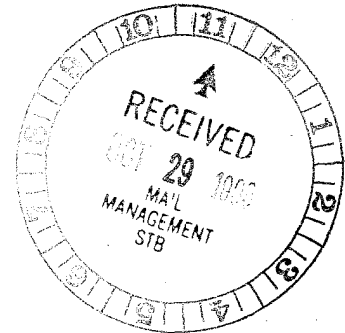
NOV 2 '99 3-00 AM

**TTX COMPANY**

101 NORTH WACKER  
DRIVE  
CHICAGO, ILLINOIS 60606  
(312) 853-3223

DIRECT LINE (312) 984-3821  
FAX (312) 984-3855

October 28, 1999



**VIA FEDERAL EXPRESS**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20006

Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Manufacturing Agreement Supplement No. 1 dated as of October 19, 1999.

This document is a secondary document, supplementing the Manufacturing Agreement dated as of June 11, 1999, recorded on July 6, 1999, recordation number 22233.

Parties to this transaction are as follows:

TTX Company (Company)  
101 North Wacker Drive  
Chicago, Illinois 60606

Trinity Industries, Inc. (Manufacturer)  
2525 Stemmons Freeway  
Dallas, TX 75207

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
70 ft. loading deck, 370 ton nominal capacity flat car	FC	40	QTTX	131270-131309

Mr. Vernon A. Williams  
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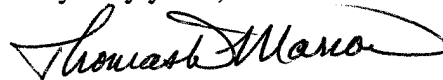
Enclosed is our check in the amount of \$26.00 to cover filing fees.

A short summary of this Agreement to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1 covering forty, 70 foot loading deck, 370 ton nominal capacity flat cars; QTTX, numbered 131270-131309."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,

A handwritten signature in black ink, appearing to read "Thomas M. Mano". The signature is fluid and cursive, with a large, sweeping loop at the end.

TDM:mkh

Enclosures

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MANUFACTURING AGREEMENT SUPPLEMENT NO. 1, dated as of October 19, 1999, between TRINITY INDUSTRIES, INC. (the "Manufacturer") and TTX COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of June 11, 1999, which was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on July 6, 1999 at 1:00 PM, recordation number 22233, which provides for the execution and delivery from time to time of supplements thereto, each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

TRINITY INDUSTRIES, INC.

By: Neil D. Shoop  
Treasurer

(CORPORATE SEAL)

ATTEST:

Metata  
Secretary

TTX COMPANY

By: Thomas D. Marion  
Treasurer

(CORPORATE SEAL)

ATTEST:

William F. Smith  
Assistant Secretary

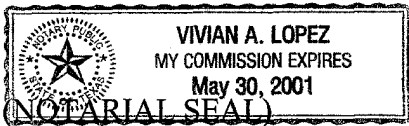
RECORDATION NO. 22233-14  
FILED

NOV 2 '99 3-00 AM

STATE OF TEXAS                    )  
  ) SS:  
COUNTY OF DALLAS            )

On this 2nd day of October, 1999, before me personally appeared Neil O. Shoop  
to me personally known, who, being by me duly sworn, says  
that he is a Treasurer of Trinity Industries, Inc.; that one of the seals  
affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument  
was signed and sealed on behalf of said corporation by authority of its Board of Directors and  
they acknowledged that the execution of the foregoing instrument was the free act and deed of  
said corporation.

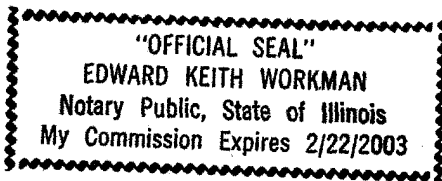
Vivian A. Lopez  
Notary Public



My Commission Expires:

STATE OF ILLINOIS            )  
  ) SS:  
COUNTY OF COOK            )

On this 28th day of October, 1999, before me personally appeared Thomas D. Marion,  
to me personally known, who being by me duly sworn, says that he is the Treasurer of TTX  
Company; that one of the seals affixed to the foregoing instrument is the corporate seal of said  
corporation; that said instrument was signed and sealed on behalf of said corporation by  
authority of its Board of Directors and he acknowledged that the execution of the foregoing  
instrument was the free act and deed of said corporation.



Edward Keith Workman  
Notary Public

(NOTARIAL SEAL)  
My Commission expires:

ANNEX A  
TRINITY INDUSTRIES, INC.  
(Manufacturer)

TTX COMPANY  
(Company)

ITEM 1:

<u>Type*</u>	<u>Qty</u>	Company Car Numbers <u>(Include)</u>	<u>Unit Price</u>	<u>Total Price</u>	<u>Month Of Delivery</u>	<u>Spec. (Contract Number)</u>
QTTX	40	131270-131309			Nov '99-Aug 2000	T-2099-P

ITEM 2: September 30, 2000

ITEM 3: To be determined

ITEM 4: 2525 Stemmons Freeway  
Dallas, TX 75207

\* 70 foot loading deck, 370 ton nominal capacity flat car. TTX Specification No. 68-43-011586, revised August 8, 1997, and TTX Supplemental Specification No. 68-75-980202, revised November 30, 1998. Trinity Specification F-5554 dated December 29, 1998.

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